

**16-6a-1412 Reinstatement following administrative dissolution -- Reinstatement after voluntary dissolution.**

- (1) A nonprofit corporation administratively dissolved under Section 16-6a-1411 may apply to the division for reinstatement within two years after the effective date of dissolution by delivering to the division for filing an application for reinstatement that states:
  - (a) the effective date of its administrative dissolution and its corporate name on the effective date of dissolution;
  - (b) that the ground or grounds for dissolution:
    - (i) did not exist; or
    - (ii) have been eliminated;
  - (c)
    - (i) the corporate name under which the nonprofit corporation is being reinstated; and
    - (ii) the corporate name that satisfies the requirements of Section 16-6a-401;
  - (d) that all taxes, fees, or penalties imposed pursuant to this chapter, otherwise owed by the nonprofit corporation to the State Tax Commission, or otherwise imposed by the applicable laws of this state have been paid;
  - (e) the address of its registered office;
  - (f) the name of its registered agent at the office stated in Subsection (1)(e); and
  - (g) the additional information as the division determines is necessary or appropriate.
- (2) The nonprofit corporation shall include in or with the application for reinstatement:
  - (a) the written consent to appointment by the designated registered agent; and
  - (b) a certificate from the State Tax Commission reciting that all taxes owed by the nonprofit corporation have been paid.
- (3)
  - (a) The division shall revoke the administrative dissolution if:
    - (i) the division determines that the application for reinstatement contains the information required by Subsections (1) and (2); and
    - (ii) that the information is correct.
  - (b) The division shall mail written notice of the revocation to the nonprofit corporation in the manner provided in Subsection 16-6a-1411(5) stating the effective date of the dissolution.
- (4) When the reinstatement is effective:
  - (a) the reinstatement relates back to and takes effect as of the effective date of the administrative dissolution;
  - (b) the nonprofit corporation may carry on its activities, under the name stated pursuant to Subsection (1)(c), as if the administrative dissolution had never occurred; and
  - (c) an act of the nonprofit corporation during the period of dissolution is effective and enforceable as if the administrative dissolution had never occurred.
- (5)
  - (a) The division may make rules for the reinstatement of a nonprofit corporation voluntarily dissolved.
  - (b) The rules made under Subsection (5)(a) shall be substantially similar to the requirements of this section for reinstatement of a nonprofit corporation that is administratively dissolved.

Amended by Chapter 386, 2009 General Session